Royal Academy of Engineering

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by the President and Vice-Presidents of the unincorporated association known as The Fellowship of Engineering (hereinafter called "the former fellowship") acting on behalf of the members thereof praying that We might be pleased to grant to it a Charter of Incorporation for the object of carrying on and developing its work and functions in the field of engineering and for the better discharge of its responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers enabling us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. The persons who at the date hereof are members of the former fellowship and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of "The Royal Academy of Engineering" (hereinafter referred to as "the Academy") and by that name shall have perpetual succession and a Common Seal with power to alter, break and make anew the said Seal from time to time at their will and pleasure and shall and may by the same name sue and be sued in all Courts in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. In this Our Charter and in the Statutes unless the context otherwise requires the following words shall have the following meanings:-

   "the Board" shall mean the Governing Body of the Academy;

   "the Regulations" means the Regulations adopted in accordance with Article 15. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations;

   "the Statutes" means the Statutes set forth in the Schedule hereto or other the Statutes of the Academy for the time being in force;

   "the Fellows" has the meaning given to it in the Statutes;

   "The Senior Fellow" means the person appointed to that position by the Board;

   "Special Resolution" means a Resolution passed by not less than two-thirds of the members of the Board present and voting at a meeting of the Board, and passed

   i) at a General Meeting by a majority of not less than two thirds of the Fellows who vote in person or by proxy at the meeting, or

   ii) by written resolution, passed by a majority of not less than two thirds of the Fellows who vote, provided that no fewer than the number of Fellows required for a General Meeting quorum vote;

   "Trustee" means a member of the Board;

"Written Resolution" means a resolution in writing passed by a majority of the Fellows who vote. Such a resolution shall be as valid and effectual as if it had been passed at a General Meeting provided no fewer than the number of Fellows required for a General Meeting quorum vote. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Fellows and any such signed resolution may be transmitted in the manner prescribed by the Board including electronically; by telephone or email and the same shall (for the avoidance of all doubt) be deemed to be in writing.

3. The object of the Academy shall be the pursuit, encouragement and maintenance of excellence in the whole field of engineering to useful purpose in order to promote the advancement of the science, art and practice of engineering for the benefit of the public, and in pursuance of that object (but not further or otherwise) the Academy shall have the following powers:-

   (i) to establish, uphold and advance proficiency in the practice of engineering in its various branches;

   (ii) to promote excellence in the education, training and experience of those engaged in engineering or related disciplines;

   (iii) to stimulate excellence and encourage creativity and innovation in engineering and in research, development and design in the manufacture of engineering products and in engineering services;

   (iv) to provide and exchange information on all branches of engineering and related subjects;

   (v) to give advice to Our United Kingdom Government or to any other body on matters concerning the overall practice of engineering;

   (vi) to co-operate and foster relations with other organisations and bodies whether cognate or not at home or overseas in pursuit of similar objects;

   (vii) to invite and collect subscriptions and donations of all kinds whether absolute or conditional for the purposes of the Academy and to invest such subscriptions and donations as aforesaid and all other property of the Academy in the manner prescribed by the Statutes; and

   (viii) to do all such acts and things as shall further the attainment of the object of the Academy or the exercise of any of the powers hereby conferred upon it.

4. The property and income of the Academy shall be applied solely towards the promotion of its objects as set out in this Our Charter and no portion thereof shall be paid or transferred whether directly or indirectly by way of bonus or dividend or otherwise by way of profit to the Fellows. Provided that nothing herein contained shall prevent the payment of out-of-pocket expenses and in good faith of reasonable remuneration to any officers or servants of the Academy other than Trustees or to any Fellow in return for services actually rendered to the Academy or the payment of interest at a reasonable rate on money lent by any such person for the purposes of the Academy.

5. (a) Fellows shall be elected as Fellows from among eminent engineers regarded by virtue of their personal achievements in the field of engineering as being of exceptional merit and distinction in accordance with the Statutes and shall be entitled to be distinguished by the title of "Fellow of The Royal Academy of Engineering" and to use the designatory letters "FREng". The number of Fellows shall not at any time exceed such numbers as shall from time to time be determined by the Board and approved by the Academy in General Meeting or by written resolution.

   (b) There shall be such other classes of membership of the Academy as the Board in accordance with the Statutes and with the approval of the Academy in General Meeting shall determine from time to time. The titles, qualifications, methods and terms of admission, privileges and obligations including liability to expulsion or suspension of members of each such class shall be such as the Board subject to the Statutes shall provide or, as subject thereto, the Board shall determine.

6. There shall be a Board of the Academy consisting of such number of Trustees, with such qualifications and to be elected, appointed, nominated or constituted as Trustees in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re- nomination, removal or otherwise as the Statutes and General Regulations shall provide.

7. The direction and management of the Academy and the government and control of its affairs and business shall be exercised by the Board, subject to the provisions of this Our Charter and of the Statutes. The business and proceedings of the Academy shall be regulated in such manner as it may (subject to any express provisions of this Our Charter or the Statutes) from time to time prescribe.

8. The Board may appoint one or more investment managers who it is satisfied after enquiry are proper and competent persons to act in that capacity and who are either (i) individuals of repute with at least 15 years' experience of investment management who are authorised persons within the meaning of the Financial Services and Markets Act 2000 or (ii) companies or firms of repute which are authorised or exempted persons within the meaning of that Act, and the Board may delegate to such investment managers power at their discretion to buy and sell investments for the Academy in accordance with the investment policy laid down by the Board and the conditions specified in the Statutes.

9. The Academy shall have such officers with such functions, tenure and terms of office as the Regulations shall prescribe and such other officers and employees as the Board may from time to time appoint.

10. Subject to the provisions of the Statutes the Board shall have power to delegate any of its powers either to committees appointed by it, or for the purpose of the investment of the Academy's property to suitably qualified and experienced persons of repute appointed from time to time by the Board.

11. There shall be such General Meetings and such other Meetings of the Academy as may be convened by the Board in accordance with the Statutes and General Regulations. At such meetings Fellows and others shall have such rights of attending and voting and such other rights and privileges as are prescribed by the Statutes and General Regulations.

12. The Board may subject to the other provisions of this Our Charter revoke, amend or add to the Statutes touching the government of the Academy, the conduct of members and any other matter whatsoever relating to the Academy:

    Provided that no such revocation, amendment or addition to the said Statutes shall have any force or effect unless and until the same shall have been approved by a Special Resolution and until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

13. The Statutes set forth in the Schedule hereto shall be the Statutes of the Academy until the same shall have been revoked, amended or added to in manner aforesaid.

14. The Academy may by Special Resolution from time to time revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition when allowed by Us, Our Heirs and Successors in Council shall become effectual so that this Our Charter shall thenceforth continue to operate as if it had been originally granted and made accordingly. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

15. Subject to terms of this Our Charter, the administration of the Academy and its affairs may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the Statutes. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations". General Regulations shall be made by the Fellows by Special Resolution. Board Regulations shall be made by the Board. Regulations of either kind may be added to, amended or revoked in like manner to that in which they were respectively made.

16. The Academy may in pursuance of a Special Resolution surrender this Our Charter and any Supplemental Charters subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Academy in such manner as shall be directed by such General Meeting or in the default of such directions as the Board shall think fit having due regard of the liabilities of the Academy for the time being. If upon the winding up or a dissolution of the Academy there remains after the satisfaction of all debts or liabilities any property whatsoever the same shall not be paid to or distributed among the Fellows but shall be given to or transferred to such other charitable organisation as shall be nominated by the Fellows at such General Meeting or Special General Meeting and having provisions or regulations prohibiting the distribution of its or their income and property amongst its members to an extent at least as great as that imposed by Article 4 hereof, and if and so far as effect cannot be given to this provision then to some other object or purpose.

17. Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and to be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense for the best advantage of the Academy, any omission, mis-recital, non-recital or other omission, defect, matter or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster the seventeenth day of May in the thirty-second year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SCHEDULE
STATUTES OF THE ROYAL ACADEMY OF ENGINEERING

INTERPRETATION

1. In these Statutes unless the context otherwise requires:

   (a) "the Charter" means the Royal Charter of Incorporation of the Academy as from time to time revoked, amended or added to.

   (b) The Words "President", "Vice-President", and "Chief Executive" shall mean respectively the persons appointed or elected to those offices pursuant to Article 9 of the Charter.

   (c) Words importing the singular number shall be construed as including the plural number and vice versa, words importing one gender shall be construed as including all genders.

MEMBERSHIP

2. The members shall consist of Royal Fellows, Fellows, Honorary Fellows, International Fellows and Emeritus Fellows.

3. The Board shall maintain a roll of Fellows in which shall be inscribed the names of all Fellows and a separate roll or rolls in which the names of members of other classes shall be recorded.

4. Fellows shall be Voting Members of the Academy, as such term is defined in the General Regulations.

5. The following shall be eligible to become Fellows:

   (a) Engineers of British nationality, who, save in circumstances to be decided from time to time by the Academy in General Meeting, shall be Chartered Engineers or other individuals of equivalent standing in a recognised field of engineering;

   (b) Engineers who are not of British nationality but who, at the time of their election and during such period immediately before their election as may be prescribed in the Regulations, shall be and have been resident and working in the United Kingdom and who shall be Chartered Engineers or other individuals of equivalent standing in a recognised field of engineering, or have an international engineering status equivalent to that of Chartered Engineer".

6. Royal Fellows shall be such members of the Royal Family as on the invitation of the Board shall agree to become Royal Fellows.

7. Persons not being Fellows who in the opinion of the Board have made or are making a distinguished contribution to the practice of engineering shall be eligible for election as Honorary Fellows. There shall not be more than five Honorary Fellows elected in any one year.

8. Engineers who are not of British nationality but are in the opinion of the Board of international distinction in engineering shall be eligible to be elected as International Fellows. The number of International Fellows shall not at any time exceed one-tenth of the total number of Fellows and those Emeritus Fellows who were previously Fellows as reported in the most recently published Annual Report of the Academy, nor shall more than ten be elected in any one year.

9. Emeritus Fellows shall be such Fellows, Honorary Fellows and International Fellows, who having reached the age of eighty years or over and upon their own request or following such procedures, if any, as may be prescribed from time to time in the Regulations shall be called Emeritus Fellow. Emeritus Fellows will remain distinguished as Fellows, Honorary Fellows or International Fellows and will continue to receive all Academy notices and will continue to enjoy the rights and obligations that applied to their category of Fellowship, but they will not

actively be sought out to participate in the core Academy activities.

10. (a) No person may hereafter become a Fellow, Honorary Fellow, International Fellow or a member of any class of the Academy unless they shall have been elected as such by the Academy in General Meeting or by written resolution in accordance with the Charter and these Statutes and no candidate shall be put forward for election unless their name shall have been submitted to the Board in the manner prescribed in the Regulations for the time being in force, provided that not more than sixty persons shall be elected as Fellows in any one year. A person not elected in any year may be put forward for election in subsequent years as the Regulations provide.

(b) A person elected as aforesaid shall not become entitled to the privileges of membership until they have paid the appropriate entrance fee and subscription, signed (either physically or electronically) the appropriate roll and agreed to abide by the Charter and these Statutes.

11. (a) The Board may order the removal from the rolls of members the name of any Fellow or other member whose subscription is in arrears for not less than three months. Any Fellow or other member may also be censured or suspended or expelled from membership for cause as provided for by disciplinary regulations laid down by the Board from time to time. The decision(s) of the Board shall, subject to compliance with the disciplinary regulations of the Academy from time to time, be final and conclusive and the Board shall not be required to give any reason for its decision(s). The Board may in its discretion restore the name of any person so removed and may impose conditions or requirements for such restoration. On the removal of the name of any person from the roll as aforesaid they shall cease to be a Fellow or member in all respects.

(b) Any member of the Fellowship may resign their Fellowship at any time, by sending a letter in writing to the Academy addressed to the President. Any such letter of resignation will take effect on the date of receipt by the Academy or, if later, on the date set out in the letter of resignation. No member of the Fellowship who has resigned their membership will be entitled to receive any refund of their annual subscription which has been paid to the Academy.

(c) No member having been suspended or expelled from membership or having resigned their Fellowship shall be entitled to use the title of “Fellow of The Royal Academy of Engineering” or to use the designatory letters “FREng”.

12. Fellows and members of any other classes shall pay such entrance fees and annual subscriptions as the Board may from time to time determine and as may be authorised by the Academy in a General Meeting or by written resolution.

13. Every Fellow and member of any other class shall at all times so order their conduct as to uphold the dignity and reputation of the Academy and of their profession and shall comply with the provisions of their obligations to the Academy, the Charter and of these Statutes.

MEETINGS

14. (a) General Meetings of the Academy shall consist of Annual General Meetings and Extraordinary General Meetings. All Fellows and those Emeritus Fellows who were previously Fellows shall be entitled to be present at all General Meetings and to take part in the discussions and vote thereat. Members of other classes shall be entitled to attend General Meetings and may on the invitation of the chair thereof speak, but may not vote thereat.

(b) Ordinary Meetings shall be meetings called by the Academy to discuss engineering and other matters of concern to engineers and shall be open to all Fellows and such other persons as the Board may determine.

15. An Extraordinary General Meeting may be convened at any time by the Board and shall be convened on a requisition signed by not less than one-tenth of the total number of Fellows. If the Board does not within thirty days from the delivery of the requisition duly convene a

General Meeting, the requisitionists may themselves within the next following ninety days convene such a meeting. No business shall be transacted at an Extraordinary General Meeting other than that which has been specified in the notice of the meeting.

16. The General Regulations shall specify the regulations and the conduct of General Meetings including the notice; quorum; proxy voting; adjournment; the role of chair; the circumstances in which a poll may be demanded and the method of conducting polls; and arrangements for proxy voting.

THE BOARD

17. Unless otherwise determined by a General Meeting, there shall be a maximum of 15 Trustees including the President, who shall be appointed and elected in accordance with General Regulations.

18. The method of election, appointment and co-option of the Trustees, including the eligibility and term of office shall be determined by General Regulations.

19. All Trustees with the exception of any Co-opted Trustees must be Fellows of the Academy.

20. Except as otherwise provided in these Statutes each Trustee shall have one vote when the vote is taken at a meeting of the Board, provided that the chair of any meeting of the Board shall in the event of equality of votes have a second or casting vote.

21. The office of a Trustee shall be vacated by a Trustee if

    (a) they cease to be a Fellow (unless a co-opted Trustee);

    (b) they become a paid official of the Academy;

    (c) they become incapable by reason of mental disorder;

    (d) they have been adjudged bankrupt or has made a composition or arrangement with their creditors;

    (e) they are removed from office by a resolution of the Academy passed in General Meeting or by written resolution; or

    (f) they give notice to the Chief Executive of their wish to resign and their resignation is accepted by the Board.

22. The members for the time being of the Board may act notwithstanding any vacancy in their number.

23. The Board may co-opt any Fellow to fill a casual vacancy occurring within the Board but the Fellow so co- opted shall hold office only for the unexpired portion of their predecessor's term of office.

24. The Board shall cause minutes to be made in books provided for the purpose of recording all proceedings, resolutions and decisions of the Board and of any committees.

25. The Board may for the purpose of the exercise of its powers establish such committees as it shall from time to time determine. Such committees shall act on behalf of the Board and in accordance with the Charter and these Statutes. The committees shall exercise such of the functions of the Board as the Board shall from time to time determine, provided that every such committee shall regularly report all its proceedings to the Board.

26. The Board may make, alter, add to or revoke Board Regulations for the election of Fellows, officers and Trustees, for the payment of subscriptions, the qualifications and conduct of members, the appointment of Emeritus Fellows, the appointment of committees and for the conduct of any activity of the Academy, provided that any such Board Regulations shall be made consistently with the terms of the Charter and of these Statutes.

27. The appointment of a Chair and Vice Chair shall be set by Board Regulations, but in the absence of any such Board Regulations the President shall act as Chair of the Board, and the Vice Presidents shall act as Vice Chairs. In the case of the absence of the Chair from any Board meeting, a Vice Chair shall assume the chair. In the event of the absence of the Chair and Vice Chairs those present may elect a chair for the meeting.

28. The Chair or the Secretary shall at any time summon a meeting of the Board, and shall also do so on the requisition of not less than two Trustees.

29. A resolution in writing signed by a majority of Trustees for the time being entitled to receive notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Trustees and any such signed resolution may be transmitted by email and the same shall (for the avoidance of all doubt) be deemed to be in writing.

30. A meeting of the Board or a Committee of the Board may be held either in person or by telephone or using any televisual or other electronic or virtual means agreed by the Board in which all participants may communicate simultaneously with all the other participants.

31. The proceedings of the Board, including the notice requirements and quorum shall be determined by Board Regulations.

32. All acts of the Board or of any Committee of the Board or of any member of the Board acting as such shall, notwithstanding that some fault be afterwards discovered in the election or appointment of a member or of that member, be as valid as if they had been duly elected or appointed.

THE CHIEF EXECUTIVE

33. (a) The chief executive officer of the Academy shall be appointed by and responsible to the Board and shall have the title of "Chief Executive" or such other title as the Board may with the approval of the Academy from time to time determine. The Chief Executive shall be responsible for the day to day administration of the Academy and shall engage, dismiss and be responsible for all persons employed under them. The Board may entrust to and confer upon the Chief Executive such executive powers as it may think fit.

(b) The Board shall pay to the Chief Executive and to all persons employed under them such salaries, wages or remuneration as shall from time to time be determined, and the Board shall make such provision for and grant such pensions to them after their retirement from the service of the Academy as the Board may determine.

INVESTMENTS

34. (a) Subject to the Trustee Act 2000 as amended or extended from time to time, the Board may invest any moneys of the Academy not immediately required for the purposes of the Academy in the name of the Academy or of trustees or nominees on its behalf in such manner as the Board shall determine.

(b) Where the Board makes any delegation under Article 8 of the Charter it shall:-

(i) inform the investment manager(s) in writing of the extent of the Academy's investment powers;

(ii) lay down a detailed investment policy for the Academy and immediately inform the investment manager(s) in writing of it and of any changes to it;

(iii) ensure that the terms of the delegation of authority are clearly set out in writing and notify the investment manager(s);

(iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio(s) managed by the investment manager(s) and the

exercise by them of their delegation of authority;

(v) take all reasonable care to ensure that the investment manager(s) comply with the terms of the delegated authority;

(vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and

(vii) pay such reasonable and proper remuneration to the investment manager(s) and agree such proper terms as to notice and other matters as the Board shall decide and as are consistent with this Statute provided that such remuneration may include commission, fees and/or expenses earned by the investment if and only to the extent that such commission, fees and/ or expenses are disclosed to the Board.

(c) Where the Board makes any delegation under paragraph (b) above it shall do so on the terms that:-

(i) the investment manager(s) shall comply with the terms of their delegated authority;

(ii) the investment manager(s) shall not do anything which the Board does not have the power to do;

(iii) the Board may with reasonable notice revoke the delegation or vary any of its terms in such manner as is consistent with the terms of paragraph (b) above; and

(iv) the Board shall give directions to the investment manager(s) as to the manner in which they are to report to them all sales and purchases of investments made on its behalf.

ACCOUNTS

35. The Board shall cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Academy so as to give a true and fair view of the Academy's affairs and explain its transactions. A copy of every balance sheet, income and expenditure account and auditor's report shall be sent with the notice of the Annual General Meeting to every member entitled to receive such notice.

36. Every Fellow, member, officer or employee of the Academy shall be indemnified by the Academy against all losses, costs, claims and expenses which they may incur or become liable for by reason of anything done or omitted by them in good faith in the discharge of their duties in their capacity of Fellow, member, officer or employee of the Academy.

SEAL

37. The Academy shall have a Common Seal and the Board shall make regulations for the safe custody and use thereof.

NOTICE

38. A notice and any other document may be served by the Academy upon any member either:

(a) personally; or

(b) by sending through the post in a prepaid envelope or wrapper addressed to such member at their registered place of address; or

(c) by electronic means; or

(d) publication on a website or similar medium.

39. Each Fellow, and other members, shall from time to time notify in writing to the Academy an address, which can include an electronic address, at which notices may be served upon them, which shall be deemed their registered place of address.

40. Any notice or other document required to be given by the Academy to the Fellows and other members or any of them and not expressly provided for by or in accordance with these Statutes shall be sufficiently given if advertised in such manner as may be determined by General Regulations.

41. Any notice or other document, if served by post, shall be deemed to have been served on the second working day following that on which the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted. Any notice or other document served by electronic means, including publication on the website, pursuant to these Statutes shall be deemed served on the day sent if sent on a business day before 4.00 pm but otherwise on the next following business day and in proving service of any such notice it shall be sufficient to prove that the notice was sent to the correct electronic address of the addressee or published on the website.

42. In the case of service publication on a website, or similar medium, notice shall be deemed to be served only if:

    (a) the Fellow, or member, has also been served personally, by post or electronically a Notice of Availability that the notice or other document in question has been so published;

    (b) the notice or other document in question is available for substantially the whole of any relevant notice period.

AMENDMENTS, AS APPROVED BY THE PRIVY COUNCIL, TO THE CHARTER AND STATUTES OF:

THE FELLOWSHIP OF ENGINEERING (SO NAMED UNTIL 16TH MARCH 1992); AND

THE ROYAL ACADEMY OF ENGINEERING (SO NAMED SINCE 16TH MARCH 1992)

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE CHARTER

1. In Article 1 for ""The Fellowship of Engineering" (hereinafter referred to as "The Fellowship")" substitute ""The Royal Academy of Engineering" (hereinafter referred to as "the Academy")".
2. In Articles 2, 3, 4, 5(b), 6(a), 7, 8, 10, 11, 12, 13, 14 and 15 for the words "the Fellowship" whenever they appear and substitute the words "the Academy".
3. In Article 5(a) for ""Fellow of the Fellowship of Engineering"" substitute the words ""Fellow of The Royal Academy of Engineering"".

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. In the heading for "THE FELLOWSHIP OF ENGINEERING" substitute "THE ROYAL ACADEMY OF ENGINEERING".
2. In Statutes 1, 8(a), 9, 10, 11, 12(a), 12(b), 22, 23, 25(a), 25(b), 25(f),26, 28, 32, 34(a), 34(c), 35, 36, 37 and 38 for the words "the Fellowship" wherever they appear substitute the words "the Academy".
3. In Statute 8(a) in the last sentence for "subsequent year" substitute "subsequent years".
4. In Statute 13-
    (a) for "four" substitute "seven";
    (b) in the second sentence delete "of the Council" and after "Accounts" insert "of the Academy".
5. In Statute 23(a) after "President," insert "Past Presidents," and for "five Honorary Secretaries" substitute "Honorary Secretaries elected in accordance with Statute 22, and the Chairman of the Membership Committee established by the Council pursuant to the Regulations if he shall not already be a member of the Council".
6. In Statute 24 after "President" insert "and the Past Presidents"; and after "further term of three years" insert "in the same capacity".
7. In Statute 25(a) for "Not later than 31st December in" substitute "In".
8. In Statute 26 for "Fellows, members" substitute "Fellows", and insert a comma between "Council" and "for".
9. In Statute 32 delete ", one-third of whom shall be members of the Council" and insert full stop after "Committees".

15 MARCH 1994

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 5(a) for "The number of Fellows shall not at any time exceed one thousand." Substitute "The number of Fellows shall not at any time exceed such number as shall from time to time be determined by the Council and approved by the Academy in General Meeting.".

14 FEBRUARY 1997

SCHEDULE OF amendments to the statutes

1. In Statutes 1(b), 25(a), 28(f) and 34 (title, (a) (twice) and (c)), for "Secretary" substitute "Executive Secretary".

2. In Statute 16-

   (a) for "proceeds of business" substitute "proceeds to business";

   (b) for "One tenth in the number of all the" substitute "Fifty"; and

   (c) for "half an hour" substitute "one hour".

3. For Statute 22 substitute:-

   "22. the Academy may if it thinks fit elect from time to time such number of Honorary Secretaries (each of whom shall be responsible to the Council) having such functions and designations as the Academy may from time to time determine.".

4. In Statute 23(a)-

   (a) for "Past Presidents" substitute "Immediate Past President"; and

   (b) for "the Membership Committee established by the Council pursuant to the Regulations" substitute "each Standing Committee established by the Council pursuant to Statute 32".

5. In Statute 24 for "Past Presidents" substitute "Immediate Past President".

6. For Statute 30 substitute:-

   "30. The Council may co-opt any Fellows to fill a casual vacancy occurring within the Council but:-

   (i) the Fellow so co-opted shall hold office only for the unexpired portion of his predecessor's term of office; and

   (ii) only a Past President may be co-opted to fill a casual vacancy in the office of Immediate Past President.".

7. In Statute 32 for all the text after "provided that" substitute:-

   "(i) only Fellows shall serve on Standing Committees;

   (ii) in relation to every other such committee at least a majority of the members thereof and its Chairman shall be Fellows; and

   (iii) every such committee shall regularly report all its proceedings to the Council.".

8. In Statute 34-

   (a) in sub-paragraph (a), for "and its Standing Committees" substitute ", to attend or be represented at the meetings of all Standing Committees".

   (b) delete sub-paragraph (b) (show as "(b) (deleted)").

10 MARCH 1999

SCHEDULE OF amendments to THE CHARTER

1. in Article 5(a) for " "F.Eng" " substitute " "FREng" ".

2. After Article 7 add:-

   "7A. The Council may appoint an investment manager who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either (i) an individual of repute with at least 15 years' experience of investment management who is an authorized person within the meaning of the Financial Services Act 1986 or (ii) a company or firm of repute which is an authorized or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(j) of that Act, and the Council may delegate to such investment manager power at his discretion to buy and sell investments for the Academy in accordance with the investment policy laid down by Council and the conditions specified in the Statutes.".

3. In Article 9-

   (a) after “powers” insert “either”; and

   (b) after “persons” insert “, or for the purpose of the investment of The Academy’s property to a suitably qualified and experienced person of repute appointed from time to time by the Council”.

10 MARCH 1999

SCHEDULE OF amendments to the statutes

1. In Statute 4 delete “Chartered” and after “nationality” add “, who save in circumstances to be decided from time to time by the Academy in General Meeting shall be Chartered Engineers,”.
2. In Statute 21 for “three” substitute “six”.
3. Re-number Statute 35 as 35.(a) and at the end add:-

   “(b) where the Council makes any delegation under Article 7A it shall:-

   (i) inform the investment manager in writing of the extent of the Academy’s investment powers;

   (ii) lay down a detailed investment policy for the Academy and immediately inform the investment manager in writing of it and of any changes to it;

   (iii) ensure that the terms of the delegation of authority are clearly set out in writing and notify the investment manager;

   (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and the exercise by him of his delegation of authority;

   (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;

   (vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and

   (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide and as are consistent with this Statute provided that such remuneration may include commission, fees and/or expenses earned by the investment if and only to the extent that such commission, fees and/ or expenses are disclosed to the Council.

(c) Where the Council makes any delegation under paragraph (b) above it shall do so on the terms that:-

   (i) the investment manager shall comply with the terms of his delegated authority;

   (ii) the investment manager shall not do anything which the Council does not have the power to do;

   (iii) the Council may with reasonable notice revoke the delegation or vary any of its terms in such manner as is consistent with the terms of paragraph (b) above; and

   (iv) the Council shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.”.

29 OCTOBER 2004

SCHEDULE OF amendments to the statutes

1. Delete “Foreign Members” and “Foreign Member” wherever they occur in Statutes 2, 7 and 8 and
   substitute “International Fellows” and “International Fellow” respectively.

2. Delete Statute 4 and substitute:-

"4. The following shall be eligible to become Fellows:

(a) Engineers of British nationality, who, save in circumstances to be decided from time to time by the Academy in General Meeting, shall be Chartered Engineers;

(b) Engineers who are not of British nationality but who, at the time of their election and during such period immediately before their election as may be prescribed in the Regulations, shall be and have been resident and working in the United Kingdom and who shall be Chartered Engineers or have an international engineering status equivalent to that of Chartered Engineer."

22 OCTOBER 2008

SCHEDULE OF amendment to the statutes

In Statute 7 delete "one hundred" and substitute "one-tenth of the number of Fellows as reported in the most recently published Annual Report of the Academy".

7 APRIL 2014

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 1 leave out the words ""The Academy" and insert "the Academy".

Article 2 shall be amended to read as follows

"In this Our Charter and in the Statutes unless the context otherwise requires the following words shall have the following meanings:-

"the Board" shall mean the Governing Body of the Academy;

"the Regulations" means the Regulations adopted in accordance with paragraph 15. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations.

"the Statutes" means the Statutes set forth in the Schedule hereto or other the Statutes of the Academy for the time being in force;

"the Fellows" means the voting members of the Academy for the time being as defined in the Statutes;

"The Senior Fellow" means His Royal Highness The Prince Philip, Duke of Edinburgh KG KT OM GBE;

"Special Resolution" means a Resolution passed by not less than two-thirds of the members of the Board present and voting at a meeting of the Board, and passed

i) at a General Meeting by a majority of not less than two thirds of the Fellows who vote in person or by proxy at the meeting, or

ii) by written resolution, passed by a majority of not less than two thirds of the Fellows who vote, provided that no fewer than the number of Fellows required for a General Meeting quorum vote.

"Trustee" means a member of the Board;

"Written Resolution" means a resolution in writing passed by a majority of the Fellows who vote. Such a resolution shall be as valid and effectual as if it had been passed at a General Meeting provided no fewer than the number of Fellows required for a General Meeting quorum vote. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Fellows and any such signed resolution may be transmitted in the manner prescribed by the Board including electronically; by telephone; by facsimile transmission or email and the same shall (for the avoidance of all doubt) be deemed to be in writing."

In Article 3 leave out the words ""The Academy" and insert "the Academy".

In Article 4 leave out the words ""The Academy" and insert "the Academy" and leave out the words "members of the Board" and insert "Trustees".

Paragraph (i) of Article 5 shall be amended to read as follows

"Fellows shall be elected as Fellows from among eminent engineers regarded by virtue of their personal achievements in the field of engineering as being of exceptional merit and distinction in accordance with the Statutes and shall be entitled to be distinguished by the title of "Fellow of The Royal Academy of. Engineering" and to use the designatory letters "FREng". The number of Fellows shall not at any time exceed such numbers as shall from time to time be determined by the Board and approved by the Academy in General Meeting or by written resolution."

In Article 5 leave out the word "Council" and insert "Board".

Article 6 shall be amended to read as follows

"i) There shall be a Board of the Academy consisting of such number of Trustees with such qualifications and to be elected, appointed, nominated or constituted as Trustees in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re- nomination, removal or otherwise as the Statutes and General Regulations shall provide.

ii) The persons who at the date of this amendment of Our Charter are members of the Council shall (unless they cease to hold office) be the members of the Board until the Board is re-constituted in accordance with the Statutes."

In Article 7 leave out the word "Council" and insert "Board".

Existing Article 7A shall be renumbered as Article 8, with the following amendments: leave out the word "Council" and insert "Board"; leave out the words ""The Academy" and insert "the Academy"; leave out the words "Financial Services Act 1986" and insert "Financial and Services and Markets Act 2000" and leave out the words "otherwise than by virtue of s.45(1)(j) of that Act".

Existing Article 8 shall be renumbered as Article 9 with the following amendments: leave out the word "Council" and insert "Board"; leave out the words ""The Academy" and insert "the Academy"; leave out the word "Statutes" and insert "Regulations"; leave out the word "servants" and insert "employees".

Existing Article 9 shall be renumbered as Article 10 and shall be amended to read as follows

"Subject to the provisions of the Statutes the Board shall have power to delegate any of its powers either to committees appointed by it, or for the purpose of the investment of the Academy's property to a suitably qualified and experienced person of repute appointed from time to time by the Board.

Existing Article 10 shall be renumbered as Article 11 with the following amendments: leave out the word "Council" and insert "Board"; leave out the words ""The Academy" and insert "the Academy" and insert the words "and General Regulations" after "Statutes" in both instances.

Existing Article 11 shall be renumbered as Article 12 with the following amendments: leave out the word "Council" and insert "Board"; leave out the words ""The Academy" and insert "the Academy".

Existing Article 12 shall be renumbered as Article 13 with the following amendment: leave out the words ""The Academy" and insert "the Academy".

Existing Article 13 shall be renumbered as Article 14 with the following amendment: leave out the words ""The Academy" and insert "the Academy".

Insert a new Article 15 to read

"Subject to terms of this Our Charter, the administration of the Academy and its affairs may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the Statutes. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations". General Regulations shall be made by the Fellows by Special Resolution. Board Regulations shall be made by the Board. Regulations of either kind may be added to, amended or revoked in like manner to that in which they were respectively made."

Existing Article 14 shall be renumbered as Article 16 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”.

Existing Article 15 shall be renumbered as Article 17 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”.

7 APRIL 2014

SCHEDULE OF AMENDMENTS TO THE STATUTES

That the Academy’s Statutes of 17th May 1983 (as from time to time amended) be revoked and that they be replaced by Statutes substantially in the form of the draft contained in the Schedule hereto.

19 JULY 2022

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 2:

(a) delete "paragraph" and substitute "Article";
(b) delete "means the voting members of the Academy for the time being as defined" and substitute "has the meaning given to it";
(c) delete "His Royal Highness The Prince Philip, Duke of Edinburgh KG KT OM GBE" and substitute "the person appointed to that position by the Board";
(d) insert quotation marks before the definition of "Trustee"; and
(e) delete "by facsimile transmission" in the definition of "Written Resolution.

In Article 6:

(a) delete "(a)"; and

(b) delete paragraph (b).

Delete Article 8 and substitute:

"The Board may appoint one or more investment managers who it is satisfied after enquiry are proper and competent persons to act in that capacity and who are either (i) individuals of repute with suitable experience of investment management who are authorised persons within the meaning of the Financial Services and Markets Act 2000 or (ii) companies or firms of repute which are authorised or exempted persons within the meaning of that Act, and the Board may delegate to such investment managers power at their discretion to buy and sell investments for the Academy in accordance with the investment policy laid down by the Board and the conditions specified in the Statute

In Article 10:

(a) after "for the purpose of investment of the Academy's property to" delete "a"; and

(b) delete "person" and substitute "persons.

19 JULY 2022

SCHEDULE OF AMENDMENTS TO THE STATUTES

That the Academy’s Statutes of 17th May 1983 (as from time to time amended) be revoked and that they be replaced by Statutes substantially in the form of the draft contained in the Schedule hereto.

GENERAL REGULATIONS OF THE ROYAL ACADEMY OF ENGINEERING

1. DEFINITIONS

1.1 Terms defined in the Academy's Charter and Statutes shall have the same meaning in these General Regulations so far as the context permits.

1.2 In these General Regulations, the words in the first column of the table below shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

Electronic Meeting	has the meaning given to it in General Regulation 3.1
Fellowship	means all the members of the Academy, of every category
Governance Committees	(a) The Finance and Operations Committee, (b) The Audit and Risk Committee, (c) The Membership Committee, and (d) The People and Culture Committee
Governance Committee Chairs	those members of the Board nominated by the People and Culture Committee and elected by the Voting Members pursuant to General Regulation 4.7 to chair one of (a) The Audit and Risk Committee, or (b) The Membership Committee
Hybrid Meeting	has the meaning given to it in General Regulation 3.1
Selection Criteria	the criteria prepared by the People and Culture Committee and approved by the Board as part of the selection process for Governance Committee Chairs and Vice Presidents
Voting Members	means Fellows and those Emeritus Fellows who were previously Fellows

2. GENERAL MEETINGS

2.1 The Annual General Meeting shall be held in the first seven months of each financial year or at such other time not being more than fifteen months after the last preceding Annual General Meeting as may be determined by the Board and at such place and at such time as may be appointed by the Board. The business of the Annual General Meeting shall be: -

2.1.1 the announcement of the results of the election of new Fellows, International Fellows and Honorary Fellows;

2.1.2 the presentation of the Annual Report and audited statement of Accounts for the previous financial year;

2.1.3 the announcement of the results of the election of ordinary members of the Board, the Governance Committee Chairs, the Vice Presidents and of the President (where applicable) for the ensuing years;

2.1.4 the appointment of auditors; and

2.1.5 any other business which has been specified in the notice of the meeting including any matter properly raised in the opinion of the President by one or more Voting Members and notified in writing to the Chief Executive not less than 60 days prior to the date of the meeting.

2.2 All matters put to the vote at a General Meeting, with the exception of Special Resolutions, shall be decided by a simple majority of all Voting Members present in person or by proxy and voting at the relevant General Meeting. In the case of a tie, the chair of the meeting shall have a casting vote. A vote can be by a show of hands, a ballot or by electronic voting mechanism (at the absolute discretion of the Board).

2.3 An Extraordinary General Meeting may be convened at any time by the Board. In

addition the President may at their discretion at any time call an Extraordinary General Meeting of the Academy.

2.4 Not less than twenty-eight days' notice of every General Meeting shall be given to every member of the Academy, and such notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted, provided that the accidental omission to give notice of a General Meeting to or the failure of the delivery of the notice of a meeting to any member entitled to receive the same shall not invalidate the proceedings of that meeting.

2.5 At such an Extraordinary General Meeting, no business shall be brought forward other than that which has been so notified.

2.6 No business shall be transacted by any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Fifty Voting Members present in person or by proxy shall be a quorum. If within half an hour after the time appointed for the General Meeting a quorum is not present, the General Meeting shall stand adjourned to such day (not being more than 21 days thereafter) and at such hour and place as the chair thereof shall determine, and, if at such adjourned meeting a quorum is not present, those Voting Members who are then and there present and entitled to vote shall be a quorum and may transact the business for which the General Meeting was called.

2.7 The chair of any General Meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but the only business to be transacted in any reconvened meeting shall be that of the meeting at which such adjournment took place.

2.8 The President when present shall chair every General Meeting and, in their absence, or if they do not wish to take the chair, it shall be taken by a Vice President or failing any Vice President by a Voting Member elected by the meeting. The chair of a General Meeting shall have a casting vote in the event of equality of votes.

2.9 At any General Meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chair or by at least three Voting Members present in person. Unless a poll is so demanded a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost and an entry made to that effect in the minute book of the Academy shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

2.9.1 Except as provided for above, if a poll be duly demanded it shall be taken forthwith or in such manner as the chair shall direct and the chair may appoint scrutineers (who need not be Voting Members). The result of a poll held in accordance with this Regulation shall be deemed to be a resolution of the meeting at which the poll was demanded.

2.9.2 The demand for a poll may be withdrawn before the poll is taken with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

2.9.3 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

2.10 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and place as the chair of the General Meeting shall direct.

2.11 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

2.12 Prior to notice being given for each General Meeting the Board may determine that each Voting Member shall have the right to appoint a proxy. Regulations to govern proxy voting are included in the Board Regulations.

2.13 The proceedings at any General Meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.

2.14 In accordance with the Statutes and these Regulations, the only members having the right to vote at a General Meeting or on the appointment of candidates for election to membership of the Academy or the election of any Board Member whether by written resolution, poll or electronic vote or some other means shall be the Voting Members, subject to the provisions of Board Regulation 4.2.

3. ELECTRONIC GENERAL MEETINGS

3.1 Prior to a General Meeting taking place (whether an Annual General Meeting or an Extraordinary General Meeting) the Board will determine in its discretion whether such General Meeting is to be held (a) in person, (b) by suitable electronic means agreed by the Board in which each Voting Member may communicate with all the other participants either directly or through the chair of the meeting (an Electronic Meeting), or (c) a combination of methods (a) and (b) (a Hybrid Meeting).

3.2 Where the Board determines to hold an Electronic Meeting or a Hybrid Meeting, such determination shall be set out in the notice of meeting sent to the Voting Members, together with details of how those members may participate and vote in such meeting.

3.3 Where the Board determines to hold an Electronic Meeting or a Hybrid Meeting, Voting Members physically present in person or by proxy and Voting Members present by electronic means will be considered for all purposes to be present in person and will count towards the quorum for the relevant meeting.

3.4 If the meeting is to be an Electronic Meeting, the place of the meeting shall be deemed to be the Academy's registered office address. In all other cases the place of the meeting shall be deemed to be the location at which the in person meeting is held.

3.5 Proceedings at an Electronic Meeting or a Hybrid Meeting will not be invalidated due to technical issues which prohibit any individual from joining such meeting electronically, so long as a sufficient number of Voting Members to form a quorum is able to join the meeting successfully.

3.6 Where an Electronic Meeting or Hybrid Meeting is held, the Board shall put in place means to enable Voting Members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out along with details of how to use such mechanism.

4. THE BOARD

4.1 The Board shall consist of no more than 15 individuals, as follows:

(1) the President, who shall also serve as the chair of the People and Culture Committee;

(2) up to three Vice Presidents, each of whom shall be selected by the People and Culture Committee from among the Fellows and approved by the Voting Members in accordance with General Regulation 4.7 and one of whom shall also be the chair of the Finance and Operations Committee;

(3) two Governance Committee Chairs, each of whom shall be selected by the People and Culture Committee from among the Fellows and approved by the Voting Members in accordance with General Regulation 4.7 to chair one of (a)

the Audit and Risk Committee, or (b) the Membership Committee;

(4) up to seven ordinary members directly elected by the Voting Members from among the Fellows; and

(5) up to two members who may be co-opted by the Board. Such members need not be Fellows,

provided that no person who is a paid official of the Academy may be a Trustee of the Academy.

4.2 All Trustees shall serve a term of three years and shall be eligible for re-election for one further term of three years in the same capacity, provided that the President's term of office shall be no more than five years pursuant to General Regulation 5.1 and the co-opted members of the Board shall serve on a one year renewable basis in accordance with General Regulation 4.6.

4.3 All Trustees will have a maximum term of office of six years and may not serve again until one year has elapsed, provided that the President shall only be eligible to serve one single term of up to five years in accordance with General Regulation 5.1. For the purpose of this Regulation a year shall be determined as the period between Annual General Meetings at which the results of the election of the Trustees are announced.

4.4 In each financial year and before the Annual General Meeting for that year the Board shall invite Voting Members to nominate candidates from their own number for election to fill any vacancies arising among the ordinary members of the Board, whose election shall be effective from the conclusion of such Annual General Meeting. The Board shall fix a deadline for such nominations to be delivered to the Academy before the dispatch of the notice for the Annual General Meeting.

4.5 The election of ordinary members of the Board may be by either electronic or paper ballot (at the absolute discretion of the Board) and shall use the single transferable vote method of voting. All ballots for the election of ordinary members shall be conducted in such manner as may be specified in these Regulations and the Board Regulations, and the results thereof shall be reported to the Board and subsequently announced at the Annual General Meeting. The Board shall appoint independent scrutineers to count the votes and to ascertain and/or confirm the election results, as the case may be.

4.6 Co-opted Trustees will hold office on a one year renewable basis, up to a maximum of six years.

4.7 The Governance Committee Chairs and the Vice Presidents shall be selected by the People and Culture Committee and approved by the Fellows in the manner specified in this General Regulation 4.7.

4.7.1 The People and Culture Committee shall agree upon a description of the skills and experience required for each of the Vice Presidents and for the Governance Committee Chairs, and shall set the Selection Criteria. The Selection Criteria shall be approved by the Board.

4.7.2 In each financial year and before the Annual General Meeting for that year, the People and Culture Committee shall circulate the Selection Criteria for any Vice Presidential or Governance Committee Chair positions scheduled to become vacant on the Board following the Annual General Meeting, to the Board and to the Fellowship and shall invite nominations for such Vice Presidential and / or Governance Committee Chair position(s) from Voting Members. Nominators must submit a CV for the Fellow they are nominating, together with a short statement explaining why their proposed candidate meets the Selection Criteria for the role for which they have been nominated, together with written confirmation from the candidate that they agree to being nominated.

4.7.3 The People and Culture Committee shall make its own enquiries among the Fellowship and produce its own list of potential candidates who are considered to fulfil the Selection Criteria. These potential candidates shall then be approached by the People and Culture Committee and asked to apply for election to the relevant Vice Presidential or Governance Committee Chair position (as the case may be). In order to be considered, all such approached

candidates must submit a CV, together with a short statement explaining why they meet the Selection Criteria for the role, together with written confirmation that they agree to being considered for selection.

4.7.4 The People and Culture Committee shall meet to consider the list of nominations, as well as the People and Culture Committee's own list of potential candidates, and shall shortlist candidates based on their suitability to fulfil the responsibilities of the vacant position(s), as assessed against the Selection Criteria.

4.7.5 The People and Culture Committee shall invite shortlisted candidates to meet them to discuss their suitability for the vacant position for which they have been nominated. The People and Culture Committee will then invite their preferred candidate to accept their selection which, if accepted, will be subject to approval by the Voting Members.

4.7.6 The Voting Members will be balloted as to whether the People and Culture Committee's selected candidate should be approved or rejected. A selected candidate requires approval from a majority of the Voting Members voting in such ballot in order to be elected as a Vice President or Governance Committee Chair.

4.7.7 Subject to General Regulation 4.7.8 below, the result of the election to approve or reject a selected candidate as a Vice President or Governance Committee Chair shall be announced at the Annual General Meeting and the election of Vice Presidents and Governance Committee Chairs shall be effective from the conclusion of the Annual General Meeting at which their appointment is announced.

4.7.8 If the Voting Members reject the candidate selected by the People and Culture Committee, the People and Culture Committee shall meet as soon as is reasonably practicable to agree on the selection of a new candidate for the vacant Vice Presidential and / or Governance Committee Chair position(s), who fulfils the Selection Criteria, for approval by the Voting Members in the manner set out in General Regulation 4.7.6. The result of such an election shall be communicated to the members of the Academy by email, and announced on the Academy's website, within two working days of the election result being confirmed by the scrutineers and the election of the relevant Vice President and / or Governance Committee Chair shall be effective from the date of the election result being announced to the members.

4.7.9 For the avoidance of doubt, the period between the election of a Vice President or Governance Committee Chair member of the Board and the next Annual General Meeting shall be considered to be a complete year for the purposes of calculating a three-year term of office.

5. OFFICERS

5.1 The President shall be nominated and elected as set out in Board Regulation 15 and shall hold office for not more than five years from the date of election and shall not be eligible for re-election as President.

5.2 There shall be up to three Vice-Presidents, who shall be selected by the People and Culture Committee and approved by the Voting Members pursuant to General Regulation 4.7. One of the Vice-Presidents shall also be the chair of the Finance and Operations Committee.

BOARD REGULATIONS OF THE ROYAL ACADEMY OF ENGINEERING

1. INTRODUCTION

1.1 The Charter, Statutes and General Regulations, circulated to all members of the Academy, state the objects of the Academy and the framework in which it operates.

1.2 Terms defined in the Academy's Charter, Statutes and General Regulations shall have the same meaning in these Board Regulations so far as the context permits.

1.3 In these Board Regulations, the words in the first column of the table below shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

Excellence Criteria	the criteria adopted by the Board to determine an individual's suitability for election as a Fellow as set out in Board Regulation 2.2 (as may be amended from time to time).
New Fellows' Dinner	the special dinner held for newly elected members of the Academy following an Annual General Meeting.
Professional Engineering Institutions	the institutions licensed by the Engineering Council and listed as such on the Engineering Council's website.
Selection Panels	panels established by the Membership Committee to consider the lists of candidates proposed for election as Fellows, each of which shall be chaired by a member of the Membership Committee.

1.4 The Charter provides for Board Regulations and Statute 26 states that "The Board may make, alter, add to or revoke Board Regulations for the election of Fellows, officers and members of the Board, for the payment of subscriptions, the qualifications and conduct of members, the appointment of Emeritus Fellows, the appointment of committees and for the conduct of any activity of the Academy, provided that any such Board Regulation shall be made consistently with the terms of the Charter and of these Statutes".

2. ELIGIBILITY FOR ELECTION AS FELLOWS

2.1 The Board has ultimate responsibility for setting the policy and procedure for the election of individuals to the Fellowship, and may exercise that responsibility in its absolute discretion.

2.2 The Board shall determine the criteria for excellence by which candidates may be considered eligible for election as Fellows, and shall review such criteria at least once every three years. The criteria for excellence will vary from candidate to candidate but all candidates should demonstrate evidence of excellence consistent with the following criteria (provided that the Board may add to or amend this criteria at any time in its discretion):

2.2.1 It is expected that Fellows will embrace and promote the values of the Academy so any evidence of contributions to the advancement of engineering values and ethical practice should also be included;

2.2.2 Any evidence that poses a risk to the Academy's reputation, including concerns related to National Security, fraud, corruption or unethical behaviours, will be taken into consideration;

2.2.3 a management role of significance involving ultimate responsibility for the technical decisions taken and application of excellent engineering practice;

2.2.4 for those in industrial, commercial, government or military organisations, research or development resulting in significant new products, processes or practices is valid evidence. Evidence shall be presented, communicated and evaluated so as to accommodate security considerations;

2.2.5 nominations from Academic and Research Institutes should identify

inventions or innovation resulting in successful products, processes, practices or policy influence, in addition to providing evidence of a successful academic career; leadership of an engineering school must be complemented by engineering achievements;

2.2.6 consulting engineering evidence should focus on technical contributions having meaningful and beneficial impact on the projects or operations of the client organisation;

2.2.7 evidence of engineering excellence in education, training and/or teaching with transformational impact which influences national or international practice;

2.2.8 engineers who have demonstrated outstanding entrepreneurship and leadership in the creation and sustained growth of engineering-based businesses;

2.2.9 for engineers at a relatively early career stage, evidence of an impressive trajectory is needed: contributions of this nature should be outstanding relative to their peer group;

2.2.10 influential personal contributions to prominent committees and agencies concerned with engineering policy or practice;

2.2.11 any evidence anticipating likely contribution to the Academy's work, for example supporting activities of Professional Engineering Institutions, industry associations, standards bodies, etc.;

2.2.12 evidence of promotion of engineering, including outreach activities across our stakeholder base (e.g. schools, colleges, local and central government, media, the wider public etc.);

2.3 It is expected that Fellows will be Chartered Engineers or other individuals of equivalent professional standing in engineering who also demonstrate the commitment, ethics and continuing professional development requirements of being a Chartered Engineer.

2.4 To be eligible to become Fellows, engineers who are not of British nationality must be resident and working in the United Kingdom for a period of not less than three years immediately before their election.

3. COMPOSITION OF THE FELLOWSHIP

3.1 The Board shall review the composition of the Fellowship at least once every three years and shall consider what (if any) changes to the election process are required in order for the Fellowship to reflect the breadth and diversity of the engineering profession as a whole. Where such changes are in the Board's view required it shall be entitled to take steps to implement them.

3.2 The President shall report to the Fellowship at each Annual General Meeting the Board's long term aspirations for the composition of the Fellowship and the progress being made to achieve them.

3.3 The Board shall appoint, from among the Fellows, a Committee known as the Proactive Nominations Panel (or such other name as the Board may determine) to consist of a chair and a number of members to be determined by the Membership Committee. The role of the Proactive Nominations Panel shall be to:

3.3.1 identify, based on the Board's policies from time to time, individuals who are suitable for nomination to the Fellowship and who are members of groups which are at the relevant time under-represented within the Fellowship; and

3.3.2 identify existing Fellows to act as advocates for each individual identified as suitable to join the Fellowship, and to submit nominations for election to the Fellowship in respect of such individual(s) where appropriate. These nominations shall be passed into the membership system to be processed in the same way as all other nominations.

4. ROLE OF THE MEMBERSHIP COMMITTEE

4.1 The Board, on the recommendation of the People and Culture Committee, shall appoint from among the Fellows a Membership Committee.

4.2 The chair of the Membership Committee shall be the Governance Committee Chair

elected to hold this position pursuant to General Regulation 4.7. The other members of the Membership Committee shall each chair a Selection Panel.

4.3 **Selection Panels**

4.3.1 The Selection Panels shall be responsible for identifying suitable candidates for Fellowship and for appraising nominations.

4.3.2 The Membership Committee shall implement a mechanism of rotation which ensures that no individual member of the Membership Committee chairs the same Selection Panel for more than three years, save in exceptional circumstances.

4.3.3 Each Selection Panel will retain responsibility over such areas and sectors of the whole field of engineering as the Membership Committee shall determine from time to time.

4.3.4 Each of the members of the Membership Committee, through their chairing of a Selection Panel, shall undertake responsibility for consideration and promotion of candidates for Fellowship in their respective fields.

4.4 The Selection Panels and the Membership Committee will have discretion to act in fulfilment of their respective roles, so long as they act consistently with the Excellence Criteria. Excellence, as so defined, will be the sole criterion by which nominations for election as Fellows are judged by the Membership Committee and the Selection Panels, and the Board will not set targets for the composition of candidates to go forward for election (although it may if it sees fit seek to introduce reasonable and proportionate diversity aims which are compliant with applicable law).

4.5 The chair of the Membership Committee will report to the Board at least once in each year with an analysis of successful nominations and also an analysis of why other nominations failed and what might be done to improve them.

5. NOMINATIONS PROCESS FOR FELLOWS

5.1 Subject to Board Regulation 5.6, all candidates to become Fellows shall be nominated in the prescribed manner and using the prescribed forms by two existing members of the Fellowship (a **Proposer** and a **Seconder**).

5.2 Where an individual has been nominated by a single member, the chair of the Membership Committee may at their discretion second that nomination if so requested by that member.

5.3 The candidate and the Proposer or Seconder may be employed by the same organisation, but at least one of the Proposer or Seconder must not have been employed by the same organisation as the candidate at any point during the 12 month period before the nomination is submitted.

5.4 All nominations must specify the name, rank, profession, qualifications, nationality, date of birth and usual place of residence of the candidate. It shall also include a statement of not less than 200 nor exceeding 500 words, of the candidate's personal achievements in engineering, by reference to the Excellence Criteria.

5.5 Completed nomination forms must be delivered to the Chief Executive on a date determined from time to time by the Membership Committee and shall be registered, with the date of delivery, in a book or electronic file to be kept for that purpose.

5.6 In January of each calendar year the Chief Executive shall write to the President of each of the Professional Engineering Institutions inviting the nominations of new candidates using forms prescribed by the Board for this purpose. The form may be signed by the President of the relevant Professional Engineering Institution even if not a Fellow, but it must be seconded by at least one Fellow.

6. INTERNATIONAL FELLOWS

6.1 The nominations process set out above in respect of the nomination of candidates to be Fellows applies equally to the nomination of candidates to be International Fellows.

6.2 International Fellows shall not pay any joining or subscription fee, however they may receive annual notices reminding them that their International Fellowship is continuing and requesting a donation.

7. **CONSIDERATION OF NOMINATIONS FOR ELECTION AS FELLOWS OR INTERNATIONAL FELLOWS**

7.1 After all nominations have been registered in accordance with Board Regulation 5.5, they will be circulated to all members of the Membership Committee which, after considering the advice of the relevant Selection Panel, shall decide in respect of every nomination whether the candidate should be considered for election by the Voting Members. The Membership Committee shall provide to the Board for information a full list of candidates considered by the Membership Committee to be suitable for election.

8. **HONORARY FELLOWS**

8.1 Honorary Fellowship will be reserved for those individuals who have made significant achievements in advancing the cause of engineering. Candidates for Honorary Fellowship do not have to be engineers.

8.2 The nomination process for election as an Honorary Fellow shall be as follows:

8.2.1 the People and Culture Committee shall advise the Board as to whether such individuals should be considered for election as an Honorary Fellow at the next following Annual General Meeting and the Board shall consider and resolve upon such decision;

8.2.2 the candidate(s) will be invited by the President to discuss their candidacy and their likely contribution to the Academy if elected.

8.3 Honorary Fellows shall not pay any joining or subscription fee, however they may receive annual notices reminding them that their Honorary Fellowship is continuing and requesting a donation.

8.4 Honorary Fellows shall be elected by the Voting Members at an Annual General Meeting in accordance with Board Regulation 9.

9. **ELECTION PROCESS FOR FELLOWS, INTERNATIONAL FELLOWS AND HONORARY FELLOWS**

9.1 The selection of candidates for election as Fellows and International Fellows is delegated by the Board to the Membership Committee.

9.2 The chair of the Membership Committee shall provide to the Board for information only a list of candidates for election as Fellows and International Fellows, to be put to the Voting Members for election.

9.3 The chair of the People and Culture Committee shall submit to the Board a shortlist of candidates for Honorary Fellowship, and the Board shall put to the Voting Members up to five individuals for election as Honorary Fellows.

9.4 The Chief Executive shall send to each member of the Academy the list, in alphabetical order, of candidates for election, together with supporting statements.

9.5 Each Voting Member shall be eligible to vote on the candidates for election as Fellows, International Fellows and Honorary Fellows by either electronic or paper ballot (at the absolute discretion of the Board). Voting Members will exercise their vote by deleting from their ballot paper the name(s) of any candidate(s) whom they consider unsuitable for election at that meeting.

9.6 When the vote has concluded, the votes shall be verified and the number of times the name of any candidate has been deleted will be recorded. All those candidates for whom the sum of the deletions does not exceed fifteen per cent of the Voting Members exercising their right to vote shall be elected, and their election shall be announced at the next following Annual General Meeting, from the end of which Annual General Meeting their membership of the Academy shall be effective.

9.7 A candidate not elected to membership of the Academy following their nomination shall be reconsidered for election in the following year's election cycle. If not elected in that second election cycle a new nomination shall not be accepted until at least one further election cycle has passed. Any such nomination may then be considered as part of up to two consecutive election cycles. Thereafter one election cycle must have elapsed before the candidate may be considered for a further two successive years on the basis of another new nomination, this process being continued indefinitely unless either the candidate is elected or the candidate is withdrawn by the Proposer, by letter in writing to the Chief Executive.

10. ADMISSION OF FELLOWS AND OTHER CLASSES OF MEMBER

10.1 For the avoidance of doubt, all new Fellows and other classes of member become a Fellow or other class of member (as the case may be) at the close of the Annual General Meeting at which their election is announced. Every person normally resident in the United Kingdom who is elected a member shall, wherever possible, appear for admission at the New Fellows' Dinner or otherwise by arrangement at the Academy's offices before the next Annual General Meeting after election.

10.2 Having first made the payments required by these Board Regulations, newly elected Fellows shall subscribe to the Obligation (in the terms set out in Board Regulation 10.6 below) in the Register of Fellows and be introduced to the President.

10.3 No new Fellow shall be entitled to vote at any election or meeting of the Academy until admitted in the manner specified above.

10.4 International Fellows will be admitted at the New Fellows' Dinner or by arrangement on visiting the United Kingdom in order to complete the formalities including signing of the Register of Fellows.

10.5 Honorary Fellows will be admitted in the same manner as normally UK resident Fellows.

10.6 Every person elected to membership of the Academy shall subscribe the Obligation in the following words: -

"We, who have hereunto subscribed, do hereby promise that we will endeavour to promote the objects of The Royal Academy of Engineering and to pursue the ends for which the same was founded; that we will observe the Charter, Statutes and Regulations of the Academy. Provided under their hand that they desire to withdraw from the Academy, they shall be free from this obligation for the future".

11. SUBSCRIPTIONS

11.1 Every person elected to the Academy as a Fellow shall before admission and thereafter for so long as remaining a Fellow pay such sum as the Voting Members, on the recommendation of the Board, may resolve as an annual subscription. In addition, a newly elected Fellow shall pay an entrance fee of a sum determined in like manner. The payment of this subscription will fall due on 1st January in each year and if any individual has not paid the relevant subscription amount by 31st March in that year they shall be notified in writing to their usual address that payment is due. If payment is not subsequently made reminders will be sent at regular intervals and at an appropriate point, as determined by the Chief Executive or the Academy's staff, they will be informed that failure to pay the subscription within a reasonable period may result in the privileges of Fellowship being withdrawn. If a member subsequently has their rights of membership withdrawn, that member may apply to the President for re-admission. The President shall state the case of the relevant individual at the next following Annual General Meeting and the question of re- admission will be put to the vote at that meeting and resolved by a simple majority of Voting Members.

11.2 No new Fellow shall be entitled to vote at any election or meeting of the Academy until they have made the payments required by these Board Regulations.

12. DEATH OR EXPULSION OF FELLOWS

12.1 The death or expulsion of any Fellow shall be recorded in the Register of Fellows.

13. BOARD

13.1 The quorum of the Board is the lower of (a) six members, or (b) one half of the current membership of the Board.

13.2 The Board will appoint a People and Culture Committee, which (amongst other things) will be charged with overseeing the nomination and election process of Board members. The People and Culture Committee will identify potential candidates to be nominated for ordinary membership of the Board, in addition to those candidates who have self- nominated, as well as identifying, interviewing and selecting Governance Committee Chairs and Vice Presidents for approval by the Voting Members. This will be to ensure that the Board maintains a wide selection of candidates, and sufficient candidates that meet the needs of the Board in regards to skill and experience.

13.3 The People and Culture Committee will have a role in giving guidance on what the skills requirements are, to both candidates and Voting Members. The People and Culture Committee will also lead on identifying suitable co- optees to the Board.

13.4 A timetable for the nomination and election process shall be fixed for each year. In each financial year Voting Members shall be invited to nominate candidates from amongst the Fellows for election to fill all ordinary member vacancies for the ensuing year. A deadline shall be fixed for such nominations to be delivered to the Academy before the despatch of the notice for the Annual General Meeting to be held in the relevant year.

13.5 Voting Members will also be invited to nominate candidates from amongst the Fellows to be considered for selection by the People and Culture Committee to serve as a Governance Committee Chair or Vice President, in accordance with the General Regulations.

13.6 Fellows being nominated for election as ordinary members of the Board shall be supported by four other Voting Members and must confirm that they agree to being nominated for election.

13.7 Before the election process is commenced, the People and Culture Committee shall prepare:

13.7.1 a list of candidates, nominated by Fellows or by the People and Culture Committee, to stand for election as ordinary members of the Board to fill vacancies (and the People and Culture Committee's candidates will not be identified as such on the ballot)

13.7.2 the name(s) of the candidate(s) selected by the People and Culture Committee in accordance with the General Regulations to fill any vacancies for Governance Committee Chairs or Vice Presidents for the ensuing year.

13.8 In drawing up the lists of candidates for election as ordinary members of the Board, the People and Culture Committee shall take note of the fields of activity of those ordinary members of the Board who are not due to retire at the next following Annual General Meeting, so as to preserve a reasonable balance of such fields of activity on the Board from across the engineering profession.

13.9 As part of the election process the Chief Executive will send to all Voting Members a list of candidates for ordinary membership of the Board and the names of the proposed selected candidate(s) as Governance Committee Chair(s) or Vice President(s) for approval by the Voting Members, together with paper or electronic ballot papers, or details for electronic or telephone voting, as determined by the Board. Voting for ordinary members of the Board will be by single transferable vote; voting for Governance Committee Chairs and Vice Presidents shall be by majority vote of the Voting Members. Votes must be returned within 28 days from the date of posting. The result of the elections will be announced at the Annual General Meeting, from the conclusion of which the elections will become effective.

13.10 The Board will set out a role description for Trustees and where any Trustee has been assigned a particular portfolio or responsibility, will set out a clear description of the relevant responsibilities.

14. COMMITTEES

14.1 The Board will establish Committees to assist it in carrying out its work. In addition to the Committees set out below, there shall be such other Committees as the Board shall from time to time determine which shall consist of members approved by the Board on the recommendation of the People and Culture Committee. The terms of reference for each Committee shall be approved by the Board, as shall any substantial alteration thereto. In setting the terms of reference the Board shall ensure that a Committee's work is aligned to the strategy set by the Board.

14.2 The guiding principle for Committees (to be considered in greater detail in their respective terms of reference) is that any Committee that considers a defined area of the Academy's business within its terms of reference will be empowered to decide upon arising issues but will be accountable to the Board for its decisions.

14.3 Each Committee will need to be held to account for their work. They will be responsible for developing the strategy and criteria for their decision-making. The chair of each Committee will attend the relevant Board meeting for this discussion. The Committee will then move on and work in accordance with this strategy. The chair will report back to the Board, at the very least on an annual basis.

14.4 The Governance Committees will be chaired by the relevant Governance Committee Chair elected in accordance with the General Regulations, the Vice President elected to chair the Finance and Operations Committee and the President who shall chair the People and Culture Committee. Other Committees do not need to be chaired by members of the Board.

14.5 Committees will be charged with communicating with each other. There will always be some key pieces of work that span more than one Committee and it is very important that Committees communicate, share resources and ideas and develop consistent approaches.

14.6 The Board will adopt a statement of the matters reserved by the Board, and set out what may be delegated (and to whom/which Committee). Delegation in this context includes delegation of certain areas of work to the Academy's executive team as well as Committees.

14.7 In addition to formal Committees there can be a range of other groupings established. These will be with the primary aim of ensuring that the Board is kept fully informed of the Academy's work and that new ideas and innovations are being gathered. These groupings do not need to operate in the same ways as formal Committees. There can be much more fluidity regarding their membership; and they can interact in ways other than formal meetings. These groupings will either support the work of the Academy's executive team, or be established by Committees, to inform their work.

14.8 In addition to the Membership Committee and any other Committees established by the Board from time to time, the Board shall have the following standing Governance Committees:

14.8.1 Audit & Risk Committee

(a) To review and ensure the maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Academy's activities, that supports the achievement of the Academy's objectives. It will also review the internal and external audit process.

(b) The Audit and Risk Committee shall be chaired by a Governance Committee Chair elected in accordance with the General Regulations.

14.8.2 Finance and Operations Committee

(a) To ensure a detailed review of the financial performance and operations of the Academy, including oversight of: digital, technology and data, health and safety matters, estate strategy and management, facilities, procurement, sustainability and business continuity planning.

(b) The Finance and Operations Committee shall be chaired by a Vice President elected in accordance with the General Regulations.

(c) The Finance and Operations Committee may establish one or more sub-committees which report to it, including an Investment Committee.

14.8.3 People and Culture Committee

(a) To oversee the people strategy for the Academy including succession planning, pay policy and pay awards.

(b) To oversee the Academy's values and culture, wellbeing, safeguarding and the implementation of the Academy's equity, diversity and inclusion strategy.

(c) To be responsible for the nomination, selection and election processes, as well as making recommendations on co-options, as set out in the General Regulations and Board Regulations.

(d) To appoint a sub-committee to oversee the nomination process for election of the President, which will be chaired by a Vice President (or former Vice President) selected by members of the People and Culture Committee.

(e) To appoint a sub-committee to oversee the remuneration policy for the Academy staff and to consider the recommendations of the Chief Executive for the Academy's senior leadership team and to agree and set the remuneration of the Chief Executive.

(f) The People and Culture Committee shall be chaired by the President.

(g) The People and Culture Committee may establish one or more sub-committees to oversee the nomination, selection or election of any member of the Board or Committee and shall set out its terms of reference confirming which powers have been delegated to it. The President may, but need not, serve as the chair of any such sub-committee.

(h) the Conduct Committee established by the Board will report to the People and Culture Committee, and will be chaired by a Vice-President.

15. ELECTION OF THE PRESIDENT

15.1 The People and Culture Committee will establish a sub-committee for the purpose of overseeing the Presidential nominations, chaired by a Vice President (or former Vice President).

15.2 The sub-committee will agree a broad description of the role and criteria for nomination, which will be approved by the Board.

15.3 The People and Culture Committee will forward the role description and criteria to the Voting Members and invite nominations. Voting Members will also be invited to indicate what key attributes they wish to see in the President (and can do so whether or not they make their own nomination).

15.4 Nominators will be invited to submit a short statement on a simple, standard form provided by the Board in which they describe why they are nominating their proposed candidate. There will be no need to coordinate nominations and the number of times an individual is nominated will be used as one indicator of a nominee's suitability (but will not on its own be determinative).

15.5 The sub-committee established by the People and Culture Committee will also consider its own list of potential candidates and seek nominators for any potential candidates who they would like to see nominated but who are not nominated by the Voting Members.

15.6 The sub-committee will meet to consider the list of nominations and supporting evidence for each. They will shortlist from this, taking into account the strength of support from the Voting Members in making their judgement on the candidate(s) best suited to fulfil the responsibilities of President.

15.7 The sub-committee will invite shortlisted candidates to meet them to discuss their vision for the Academy and how they would see themselves leading it, should they be elected.

15.8 The sub-committee will then invite their preferred candidate to accept their nomination for election, subject to the approval of the Board.

15.9 The Board will consider and, if thought fit, approve the recommendation of the sub-committee following which the members will be informed that the relevant individual has accepted the Board's nomination for election to the Presidency of the Academy at the Annual General Meeting.

16. ACCOUNTS

16.1 The Board shall ensure that proper accounts are maintained of all receipts and payments of sums of money due to, or payable by, the Academy.

16.2 The accounts shall be audited annually by auditors appointed by the preceding Annual General Meeting of the Academy. No person shall be appointed as an auditor unless they are a member of the Institute of Chartered Accountants in England and Wales or other recognized supervisory body established for the purpose of Section 1212 of the Companies Act, 2006 (as may be amended from time to time).

17. VOTING BY PROXY

17.1 If the Board determines in accordance with General Regulation 2.12, prior to the notice being given for a General Meeting, that each Voting Member shall have the right to appoint a proxy at that General Meeting, then the provisions of Board Regulations 17, 18 and 19 shall apply to the arrangements for proxy voting.

17.2 An instrument appointing a proxy shall be in such form as the Board approves and be signed (or otherwise authorised) by the Voting Member appointing the proxy. The Board shall retain the right to appoint a sole proxy for a General Meeting, who may but need not be the chair of the meeting.

17.3 For the purposes of Board Regulation 17.2, the Board may require such evidence as it, acting reasonably, considers necessary to determine the identity of the Voting Member and the proxy.

17.4 Subject to Board Regulation 17.1 and 17.2, a Voting Member may appoint another Voting Member as proxy to exercise all or any of their rights to be present at all General Meetings and to take part in discussions, and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at any General Meeting of the Academy. The Voting Member appointing a proxy may (but need not) direct their proxy to vote in accordance with the Voting Member's instructions. Unless the contrary is stated on the face of the proxy form, the appointment of a proxy shall be deemed to confer authority to exercise all such rights as the proxy in their discretion thinks fit. A proxy must be another Voting Member. Any Voting Member who appoints a proxy pursuant to this Board Regulation 17 will be present by proxy and count towards the quorum for the General Meeting for which the proxy has been appointed.

17.5 A Voting Member may only appoint one proxy in relation to each General Meeting. If more than one valid proxy form is received for the same Voting Member for use at the same General Meeting, the one which is received last (regardless of its date or the date on which it is signed or authorised will be treated as the valid proxy form. If it is not possible to determine the order of receipt, none of the proxy forms will be treated as valid.

17.6 A Voting Member can attend and vote in person at the General Meeting or an adjournment of the General Meeting or on a poll, even if they have appointed a proxy. Their attendance at the meeting will automatically revoke the proxy vote.

17.7 The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjourned General Meeting as well as for the General Meeting or General Meetings to which it relates.

17.8 The Academy may send a form of appointment of proxy together with the Notice of General Meeting or may provide the Voting Members with details as to where they may obtain a form of appointment.

18. RECEIPT OF PROXY

18.1 Proxy forms which are in hard copy form must be received at the Academy's office, or at any other place specified by the Academy, 48 hours before a General Meeting or adjourned General Meeting.

18.2 Proxy forms which are in electronic form must be received at the address specified by the Academy for the receipt of appointments of proxy by electronic means at least 48 hours before a General Meeting or an adjourned General Meeting.

19. REVOCATION OF PROXY

19.1 A vote given or poll demanded by a proxy shall be valid in the event of the death or mental disorder of the principal or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, unless notice in writing of such death, mental disorder or revocation shall have been received by the Academy at the Academy's office, or at such other place as has been appointed for the deposit of instruments of proxy, no later than the last time at which an appointment of a proxy should have been received in order for it to be valid for use at the General Meeting.

20. PATRON

20.1 The Board may in its discretion appoint (and remove) any person to be Patron of the Academy on such terms as it shall think fit.